

COMPANHIA BRASILEIRA DE LIQUIDAÇÃO E CUSTÓDIA

CNPJ/MF No. 60.777.661/0001-50

NIRE 35.300.016.840

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON NOVEMBER 28, 2008

DATE, TIME AND PLACE: On November 28, 2008, at 10 a.m., at the Company's head office in the City of São Paulo, State of São Paulo, at Rua XV de Novembro, 275, Centro.

CALL NOTICE AND ATTENDANCE: Call notice was waived pursuant to the terms of article 124, paragraph 4 of Law 6,404/76, in view of the presence of the controlling shareholder, representing the entire capital of the Company, as shown by the signatures on the Shareholders' Attendance Book of the Company.

PRESIDING BOARD: Chairman: Mr. Edemir Pinto; Secretary: Mr. Hécio Fajardo Henriques.

RESOLUTIONS: After review and discussion of the items included in the agenda, the shareholders, by unanimous vote and without provisos, adopted the following resolutions:

- 1) To record that the minutes referring to this Meeting will be drawn up in the form of a summary, as provided for in article 130, paragraph 1 of Law 6,404/76;
- 2) To approve, after it has been reviewed and discussed, the Protocol and Justification of Merger entered into on October 21, 2008, by the managers of the Company, its direct controlling company Bolsa de Valores de São Paulo S.A. - BVSP (CNPJ/MF No. 08.695.953/0001-23) ("Nova BVSP") and its indirect controlled company BM&F Bovespa S.A. - Bolsa de Valores, Mercadorias e Futuros (CNPJ/MF No. 09.346.601/0001-25) ("BM&F Bovespa"), which, after certified by the Presiding Board will be made an integral part of the minutes referring to this Meeting as Exhibit I ("Protocol and Justification"). The Protocol and Justification establishes all the terms and conditions of the merger of the Company and Nova BVSP into BM&F Bovespa, at book value as of August 31, 2008;
- 3) To approve the merger of the Company into BM&F Bovespa, under the terms and conditions set out in the Protocol and Justification, whereupon BM&F Bovespa will become the owner of all the assets, rights and obligations of the Company, stating that, once such merger is approved by the shareholders of BM&F Bovespa, the Company will be extinguished accordingly.
- 4) To record that, by virtue of the approval of the merger under the Protocol and Justification by a shareholder representing 100% of the Company's capital, the right to withdraw should not be considered;
- 5) To record the waiver of production of the appraisal referred to in article 264 of Law 6,404/76, which would entail costs to be exclusively incurred by the involved companies,

without any practical application, to the extent that (i) there are no other minority or other shareholders in the merged company, other than the merging company; (ii) there will be no capital increase in the merging company; (iii) no exchange ratio has been established which could be the object of comparison; and (iv) the recess value is not to be determined, for the reasons already expounded;

6) To record that the corporate and accounting books of the Company will, after its termination, be maintained by the managers of BM&F Bovespa, during the legal term;

7) To record that the Company's Fiscal Board has not been heard since it has not been installed; and

8) To authorize the Company's management, represented pursuant to its Bylaws, to perform all acts required to implement and formalize the merger approved herein.

CLOSING: As there was nothing else to be discussed, these minutes were drawn up and then read, approved and signed by those present. São Paulo, November 28, 2008.

SIGNATURES: Presiding Board: Edemir Pinto – Chairman; Hécio Fajardo Henriques – Secretary. Shareholder: Bolsa de Valores de São Paulo S.A. - BVSP (by Edemir Pinto and Hécio Fajardo Henriques – Officer).

I certify that this is a true copy of the original drawn up in the proper book.

Hécio Fajardo Henriques.
Secretary

This English translation is prepared only for the convenience of English language readers and is not legally binding.